

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

**BKY No.: 19-43029
Chapter 11 Case**

Tiger Oak Media, Incorporated,

Debtor.

**NOTICE OF FINAL HEARING AND AMENDED MOTION FOR APPROVAL OF
POST-PETITION DEBTOR-IN-POSSESSION SECURED CREDIT**

**TO: ALL PARTIES IN INTEREST AND OTHER ENTITIES AS SPECIFIED IN
LOCAL RULE 9013-3:**

1. Tiger Oak Media, Incorporated, a Minnesota corporation (“Debtor”), by and through its undersigned attorneys, moves the court for relief and gives notice of hearing herewith.

2. The court will hold a Final hearing on the Debtor’s motion and this amended motion (“Motion”) at 1:30 p.m. on Thursday, December 5, 2019, before the honorable Michael E. Ridgway, in Courtroom 7 West, 300 South Fourth Street, Minneapolis, MN 55415, or as soon thereafter as counsel may be heard.

3. Any response to the Motion must be filed and served not later than 2 hours prior to the December 5, 2019. **THE COURT MAY GRANT THE DEBTOR’S MOTION WITHOUT A FURTHER HEARING UNLESS AN APPROPRIATE OBJECTION IS INTERPOSED IN ACCORDANCE WITH THE RULES.**

4. This court has jurisdiction over this Motion pursuant to 28 U.S.C. §§157 and 1334, Bankruptcy Rule 4001, 5005, and Part IX of the Local Rules. This Motion is filed under Bankruptcy Rules 4001(b), (c), and (d), 9014, and Local Rule 4001-2. This proceeding arises under 11 U.S.C. §§363 and 364. The petition commencing this Chapter 11 case was filed on October 7, 2019 (the “Filing Date”) and the case is now pending before this court.

5. There is a Committee of Unsecured Creditors appointed in this case (Doc. Nos. 22, 23, 28, 58 and 59).

6. The Debtor is in continuing need of scheduling production printing for its numerous publications. Attached as **Exhibit A** is a production schedule prepared by the Debtor for the months of October, November and December 2019. Attached as **Exhibit B** is a production schedule prepared by the Debtor for the year 2020. The Debtor's principal printer (is D&J Printing, Inc. d/b/a Hess Print Solutions ("Hess")) has indicated that it will not engage in further printing for the Debtor without pre-payment, or in the alternative, without being granted court authorization to have secured credit pursuant to 11 U.S.C. §364(d) and §364(c)(1). The Debtor does not have sufficient cash to pre-pay its printing expenses that will be incurred. The Debtor has been unable to pre-pay these printing expenses. Thus far, the Debtor has been unable to secure any loan to pay for these printing expenses so that it may be able to operate its business. The Debtor requested that Hess provide printing services to the Debtor on an unsecured basis so that it would be allowed a chapter 11 administrative expense. Hess has indicated to the Debtor that it will not provide unsecured credit but, it will supply 30-day credit terms to the Debtor if it is granted a lien on the assets of the Debtor and the Debtor-In-Possession. Hess is the Debtor's single largest unsecured creditor in the case. Hess is the largest printer utilized by the Debtor. The Debtor's proposal is to make weekly payments to Hess so that jobs performed by Hess will be paid by the expiration of the 30-day terms provided to the Debtor.

7. The Debtor therefore requests that it be authorized to grant Hess a lien and security interest in the assets of the Debtor and in addition, grant Hess a super priority lien pursuant to 11 U.S.C. §364(c)(1) of the Bankruptcy Code.

8. The Debtor estimates that it will incur printing expenses from Hess in the amount of \$341,809.00 between now and the end of 2019. The Debtor estimates that it will incur printing expenses from all sources in the amount of \$3,164,800.00 in the year 2020.

9. The Debtor requests that it be authorized to incur secured debt and that Hess be granted a super priority lien pursuant to §364(d)(1) §364(c)(1) of the Bankruptcy Code.

10. The Debtor requests the Court to take judicial notice of the projections (Doc. No. 9) attached to the Debtor's Expedited Motion for Use of Cash Collateral (Doc. No. 6).

11. The Debtor is unable to obtain unsecured credit. The Debtor is unable to obtain secured credit from any other entity or source. The secured credit proposed in this Motion is the only form of financing available to the Debtor.

12. Pursuant to Local Rule 9013-2(c), the Debtor states that should testimony be necessary at any hearing on this matter, the Debtor reserves the right to call Craig Bednar, the CEO of the Debtor and/or Chris Adamietz, the Controller of the Debtor.

WHEREFORE, Debtor prays for an order of the court as follows:

1. Authorizing the Debtor to enter into the post-petition Debtor-in-Possession secured lending and to grant to D&J Printing, Inc. d/b/a Hess Print Solutions the super priority liens and security interests described in this Amended Motion; and
2. For such other and further relief as the court may deem just and equitable.

STEVEN B. NOSEK, P.A.

Dated: November 25, 2019.

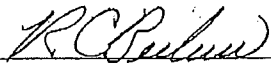
/e/ Steven B. Nosek
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ATTORNEY FOR DEBTOR

VERIFICATION

I, Craig Bednar, CEO of the Debtor named in the foregoing pleading, declare under penalty of perjury that the foregoing pleading is true and correct according to the best of my knowledge, information and belief.

TIGER OAK MEDIA, INCORPORATED

Dated: 11-25, 2019.



Craig Bednar, CEO

2019 Production Budget	October	November	December	Total
EXHIBIT A				
Seattle Magazine (Hess)	108	108	236	
Print & Ship	\$46,116	\$33,000	\$73,600	\$216,249
Postage	\$9,000	\$9,000	\$12,000	\$46,602
Total Seattle Magazine (Hess)	\$55,116	\$42,000	\$85,600	\$262,851
Seattle Business (Hess)				
Print & Ship	\$10,197	\$11,765	\$11,965	\$54,837
Postage	\$4,000	\$4,000	\$4,000	\$19,959
Total Seattle Business (Hess)	\$14,197	\$15,765	\$15,965	\$74,796
California Real Weddings (Hess)				
Print & Ship		\$18,370		\$18,370
Postage		\$575		\$575
Total California Real Weddings (Hess)	\$0	\$18,945		\$18,945
Seattle Real Weddings (Hess)				
Print & Ship		\$22,000		\$22,000
Postage		\$0		\$0
Total Seattle Real Weddings (Hess)	\$0	\$22,000	\$0	\$22,000
California Wedding Day (Hess)				
Print & Ship			\$38,000	\$38,000
Postage			\$500	\$500
Total California Wedding Day (Hess)	\$0	\$0	\$38,500	\$38,500
Minnesota Bride (Hess)				
Print & Ship			\$29,500	\$29,500
Postage			\$1,400	\$1,400
Total Minnesota Bride (Hess)			\$30,900	\$30,900
Nebraska Wedding Day (Hess)				
Print & Ship			\$43,500	\$43,500
Postage			\$0	\$0
Total Nebraska Wedding Day (Hess)			\$43,500	\$43,500
Oregon Bride (moved to 3/20) (Hess)				
Print & Ship				\$0
Postage				\$0
Total	\$0	\$0	\$0	\$0
Seattle Bride (moved to 3/20) (Hess)				
Print & Ship				\$0
Postage				\$0
Total	\$0	\$0	\$0	\$0
Wisconsin Bride (moved to 3/20) (Hess)				
Print & Ship				\$0
Postage				\$0
Total				\$0
CLM Homes Book (Quad)				
Print & Ship				\$20,443
Postage				\$6,000
Total CLM Homes Book (Quad)				\$26,443
City South (Quad)				
Print & Ship	\$6,690		\$6,890	\$20,270
Postage	\$2,500		\$2,500	\$7,500
Total City South (Quad)	\$9,190		\$9,390	\$27,770

2019 Production Budget	October	November	December	Total
EXHIBIT A				
Edina (Quad)				
Print & Ship	\$10,570	\$11,770	\$10,570	\$53,650
Postage	\$2,900	\$2,900	\$2,900	\$14,500
Total Edina (Quad)	\$13,470	\$14,670	\$13,470	\$68,150
Lake Minnetonka (Quad)				
Print & Ship	\$11,400	\$11,900	\$11,400	\$57,100
Postage	\$4,200	\$4,200	\$4,200	\$21,000
Total Lake Minnetonka (Quad)	\$15,600	\$16,100	\$15,600	\$78,100
Maple Grove (Quad)				
Print & Ship	\$9,070	\$9,070		\$35,880
Postage	\$2,400	\$2,400		\$9,600
Total Maple Grove (Quad)	\$11,470	\$11,470		\$45,480
Plymouth (Quad)				
Print & Ship	\$7,340		\$7,340	\$21,820
Postage	\$2,100		\$2,100	\$6,300
Total Plymouth (Quad)	\$9,440		\$9,440	\$28,120
St. Croix Valley (Quad)				
Print & Ship	\$5,920		\$5,920	\$17,560
Postage	\$2,400		\$2,400	\$7,200
Total St. Croix Valley (Quad)	\$8,320		\$8,320	\$24,760
Southwest Metro (Quad)				
Print & Ship	\$7,010		\$7,010	\$20,830
Postage	\$2,300		\$2,300	\$6,900
Total Southwest Metro (Quad)	\$9,310		\$9,310	\$27,730
White Bear Lake (Quad)				
Print & Ship	\$6,340		\$6,340	\$19,020
Postage	\$2,000		\$2,000	\$6,000
Total White Bear Lake (Quad)	\$8,340		\$8,340	\$25,020
Woodbury (Quad)				
Print & Ship	\$9,670	\$9,670	\$9,670	\$48,150
Postage	\$2,400	\$2,400	\$2,400	\$12,000
Total Woodbury (Quad)	\$12,070	\$12,070	\$12,070	\$60,150
California M+E (Royal)	Fall19			
Print & Ship	\$11,800			\$11,800
Postage	\$6,300			\$6,300
Total California M+E (Royal)	\$18,100			\$18,100
Colorado M+E (Royal)			Win20	
Print & Ship	\$10,900		\$11,400	\$22,300
Postage	\$6,200		\$6,200	\$12,400
Total Colorado M+E (Royal)	\$17,100		\$17,600	\$34,700
Illinois M+E (Royal)		Win 20		
Print & Ship		\$9,800		\$19,600
Postage		\$6,200		\$12,400
Total Illinois M+E (Royal)		\$16,000		\$32,000
Michigan M+E (Royal)				
Print & Ship		\$10,000		\$20,000
Postage		\$6,200		\$12,400
Total Michigan M+E (Royal)		\$16,200		\$32,400

2019 Production Budget	October	November	December	Total
EXHIBIT A				
Minnesota M+E (Royal)		Win 20		
Print & Ship		\$11,200		\$22,400
Postage		\$5,100		\$10,200
Total Minnesota M+E (Royal)		\$16,300		\$32,600
Mountain M+E (Royal)				
Print & Ship				\$13,000
Postage				\$0
Total Mountain M+E (Royal)				\$13,000
Northeast M+E (Royal)	Fall 19			
Print & Ship	\$10,000		\$10,000	\$20,000
Postage	\$7,100		\$7,100	\$14,200
Total Northeast M+E (Royal)	\$17,100		\$17,100	\$34,200
Northwest M+E (Royal)				
Print & Ship			\$11,100	\$22,200
Postage			\$6,200	\$12,400
Total Northwest M+E (Royal)			\$17,300	\$34,600
Texas M+E (Royal)				
Print & Ship			\$12,300	\$24,600
Postage			\$8,000	\$16,000
Total Texas M+E (Royal)			\$20,300	\$40,600
Aurora CVB Guide				
Print & Ship				\$0
Postage				\$0
Total				\$0
Beaumont Visitors Guide (Hess)				
Print & Ship				\$63,500
Postage				\$0
Total Beaumont Visitors Guide (Hess)				\$63,500
Blue Water, Michigan				
Print & Ship				\$0
Postage				\$0
Total				\$0
Explore Southern MN (Quad)				
Print & Ship			\$32,000	\$32,000
Postage			\$5,000	\$5,000
Total Explore Southern MN (Quad)			\$37,000	\$37,000
Frisco 19 (Hess)				
Print & Ship		\$25,500		\$25,500
Postage				\$0
Total Frisco 19 (Hess)		\$25,500		\$25,500
Grapevine Visitors Guide				
Print & Ship	\$91,100			\$91,100
Postage				\$0
Total Grapevine Visitors Guide	\$91,100			\$91,100
Indiana CVB				
Print & Ship		\$7,400		\$7,400
Postage				\$0
Total Indiana CVB		\$7,400		\$7,400
Lubbock Visitors Guide				
Print & Ship				\$0
Postage				\$0

2019 Production Budget	October	November	December	Total
EXHIBIT A				
Total				\$0
Michigan CVB				
Print & Ship				\$0
Postage				\$0
Total				\$0
Texas CVB Guide (Royal)				
Print & Ship				\$20,679
Postage				\$8,500
Total Texas CVB Guide (Royal)				\$29,179
TOTAL HESS:				<u>\$341,809</u>

2020 Production Budget		January	February	March	April	May	June	July	August	September	October	November	December	Total
11/13/2019														
Seattle Magazine		120 pages	100	116	140	124	100	100	100	148	108	108	236	
Print & Ship		\$42,300	\$38,000	\$39,000	\$46,000	\$43,000	\$38,000	\$38,000	\$38,000	\$47,000	\$39,000	\$39,000	\$73,000	\$520,300
Postage		\$10,500	\$10,000	\$10,500	\$11,000	\$10,500	\$10,000	\$10,000	\$10,000	\$11,000	\$10,000	\$10,000	\$15,000	\$128,500
Total		\$52,800	\$48,000	\$49,500	\$57,000	\$53,500	\$48,000	\$48,000	\$48,000	\$58,000	\$49,000	\$49,000	\$88,000	\$648,800
Seattle Business		52 pp	60 pp	60 pp	52 pp	60 pp	52 pp	52 pp	52 pp	60 pp	60 pp	52 pp	I/F combo	
Print & Ship		\$11,000	\$12,000	\$12,000	\$11,000	\$12,000	\$11,000	\$11,000	\$11,000	\$12,000	\$12,000	\$11,000		\$126,000
Postage		\$4,500	\$4,500	\$4,500	\$4,500	\$4,500	\$4,500	\$4,500	\$4,500	\$4,500	\$4,500	\$4,500		\$49,500
Total		\$15,500	\$16,500	\$16,500	\$15,500	\$16,500	\$15,500	\$15,500	\$15,500	\$16,500	\$16,500	\$15,500		\$175,500
CLMs														
Print & Ship		\$55,000	\$55,000	\$55,000	\$55,000	\$55,000	\$55,000	\$55,000	\$55,000	\$55,000	\$55,000	\$55,000	\$55,000	\$660,000
Postage		\$20,000	\$20,000	\$28,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$248,000
Total		\$75,000	\$75,000	\$83,000	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000	\$75,000	\$908,000
Home & Garden Book (CLM)														
Print & Ship						Spring				Fail				\$54,000
Postage						\$27,000				\$27,000				\$14,000
Total						\$34,000				\$34,000				\$68,000
Meetings + Events		Winter 2020 Issues												
Print & Ship		IL, MN, NE, TX	CO, NW, MI, CA	MT, IL, MI, CO, MN	NE, TX, NW, CA	IL, MI, CO, MN	NE, TX, NW, CA							
Postage		\$41,000	\$47,000	\$60,000	\$44,000	\$44,000	\$44,000	\$60,000	\$44,000	\$44,000		IL, MI, CO, MN	NE, TX, NW, CA	\$384,000
Total		\$26,000	\$31,000	\$28,000	\$30,000	\$28,000	\$30,000	\$28,000	\$30,000	\$30,000		\$44,000	\$44,000	\$319,000
		\$67,000	\$78,000	\$88,000	\$74,000	\$72,000	\$74,000		\$88,000	\$74,000		\$28,000	\$30,000	\$673,000
Brides		Spr/Sum 2020 Issues												
Print & Ship		SBI, NWD, MNB		ORB, SEB, WIB			CWD, NWD, MNB			ORB, SEB, WIB			CRW, SBI, CWD	
Postage		\$101,000	\$66,000	\$66,000			\$81,000			\$66,000			\$84,000	\$398,000
Total		\$3,000	\$2,000	\$2,000			\$3,000			\$2,000			\$2,000	\$12,000
		\$104,000	\$68,000	\$68,000						\$68,000			\$86,000	\$326,000
Custom Publications														
Print & Ship		Aurora	Explore SolMN	Lubbock		MI CVB	Grapevine		TX CVB	Beaumont		Frisco		\$357,500
Postage		\$34,000	\$42,000	\$33,000		\$16,000	\$110,000		\$40,000	\$67,500		\$15,000		\$8,000
Total		\$0	\$8,000	\$0		\$0	\$0		\$0	\$0		\$0		\$365,500
		\$34,000	\$50,000	\$33,000		\$16,000	\$110,000		\$40,000	\$67,500		\$15,000		\$3,164,800
GRAND TOTAL														

NOTE: CA Real Weddings, CWD SS20 and NWD SS20 should be billed in Dec 2019

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In Re:

BKY No.: 19-43029
Chapter 11 Case

Tiger Oak Media, Incorporated,
Debtor.

CERTIFICATE OF SERVICE

I hereby certify that on November 25, 2019, I caused a copy of **Notice of Final Hearing and AMENDED Motion for Approval of Post-Petition Debtor-In-Possession Secured Credit; Verification; Exhibits; and Proposed Order** to be filed electronically with the Clerk of Court through ECF, and that ECF will send an e-notice of the electronic filing to the following:

US Trustee: ustpreion12.mn.ecf@usdoj.gov, ecfbkup@comcast.net
Sarah J. Wencil: Sarah.J.Wencil@usdoj.gov
Christopher A. Camardello: chris@mantylaw.com, krisann@mantylaw.com,
janet@mantylaw.com; kevin@mantylaw.com
Jeffrey D. Klobucar: jklobucar@bassford.com, pcarter@bassford.com
Patrick D. Newman: pnewman@bassford.com, pcarter@bassford.com
Steven H. Siltan: ssiltan@cozen.com, akulbeik@cozen.com, ldhanesri@cozen.com,
jnesset@cozen.com

I further certify that I caused a copy of the **Notice of Final Hearing and AMENDED Motion for Approval of Post-Petition Debtor-In-Possession Secured Credit; Verification; Exhibits; and Proposed Order** to be mailed by US Mail and faxed and/or emailed to the following:

Tiger Oak Media, Incorporated Craig Bednar 900 South 3 rd Street Minneapolis, MN 55415-1209 rcbednar@tigeroak.com	Internal Revenue Service Centralized Insolvency Office PO Box 7346 Philadelphia PA 19101-7346 Fax: 1-855-235-6787	MN Dept of Revenue 551 Bankruptcy Sections PO Box 64447 St. Paul MN 55164 Mdor.bkysec@state.mn.us
IRS District Director Room 320 Stop 5700 30 7 th Street E #1222 St. Paul MN 55101 No Fax or Email	Quad Juan R. Mostek N61 W23044 Harry's Way Sussex WI 53089 jrmpstek@quad.com	The Law Offices of Alex W. Craigie Alex W. Craigie 791 Via Manana Santa Barbara CA 93108 alex@craigiellawfirm.com
Buehler, Beth - Inc Buehler Communications Inc. 897 Zeligman St, Unit A Crested Butte CO 81224 Bethbuehler4@gmail.com	Northwest Harvest James D. Gibbs PO Box 12272 Seattle WA 98102 jamesg@northwestharvest.org	LSC Communications US LLC Dan Pevonka 4101 Winfield Road Warrenville IL 60555 Dan.Pevonka@LSCCom.com
Monique Kleinhuizen 15840 Jeffrey Avenue N Hugo MN 55038 mkleinhuiizek@gmail.com	Kevin Besikof Lurie, LLP 2501 Wayzata Blvd Minneapolis MN 55405 kbesikof@luriellp.com	Choice Financial Attn: Jeff Elden 4501 23 rd Avenue South Fargo ND 58104 j.elden@bankwithchoice.com

US Attorney 300 S 4 th Street #600 Minneapolis MN 55415 Fax: 612-664-5788	Carlson Print Group 7490 Golden Triangle Drive Eden Prairie MN 55344 dblaschko@carlsonprint.com	City Catering Company 509 Dexter Ave N Seattle WA 98109 contact@citycateringcompany.com
Fieldwork Network 111 East Wacker Drive Suite 220 Chicago IL 60601 contactus@fieldnetwork.com	GO-Brickman Miken Owner LLC P O Box 31001-2653 Pasadena CA 91110-2653 No Fax or Email	Integrated Consulting Services, LLC Craig Siiro 4917 West 93rd Street Bloomington MN 55437 Craig.siiro@integrated-consulting.net
Washington Dept of Revenue PO Box 47464 Olympia WA 98504-74648 No Fax or Email	Brianna Blazek D&J Printing, Inc. d/b/a Hess Print Solutions 3765 Sunnybrook Road Brimfield OH 44240 Brianna.Blazek@CJKgroup.com	Embassy Suites Attn: Nicole Andrews 255 South King Street Seattle WA 98104 No Fax or Email
RCMA 7702 Woodland Drive Suite 120 Indianapolis MN 46278 Fax: 317-632-7909	Savor...McCaw Hall 305 Harrison Street Seattle WA 98109 Rpassarella@smgworld.com	PSAV c/o Fairmont Olympic Hotel 411 University Street Seattle WA 98101 Fax: 206-682-9633
US Postal Service-Generic Attn: Postmaster 350 Central Avenue Long Prairie MN 56347 No Fax or Email	Veritae Group, LLC 1650 West End Blvd Suite 100 St. Louis Park MN 55416 smainquist@veritae.com	

Dated this 25th day of November, 2019.

STEVEN B. NOSEK, P.A.

/e/ Steven B. Nosek

Steven B. Nosek, #79960

Yvonne R. Doose, #0397066

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St. Anthony, MN 55418

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ATTORNEYS FOR DEBTOR

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

BKY No.: 19-43029

Tiger Oak Media, Incorporated,

Chapter 11 Case

Debtor.

ORDER APPROVING POST-PETITION SECURED CREDIT

The Debtor's Amended Motion for Approval of Post-Petition Secured Credit (the "Motion") came on for final hearing on Thursday, December 5, 2019 at 1:30 p.m. Appearances of counsel were as noted on the record. The Court having determined that the notice given for the Amended Motion was adequate under the circumstances and the Debtor and D&J Printing, Inc. d/b/a Hess Print Solutions ("Hess") having agreed that this Order may be entered;

ACCORDINGLY, IT IS HEREBY ORDERED THAT:

1. The secured credit is hereby approved and the Debtor is authorized to schedule print production for its numerous publications pursuant to the agreement between it and Hess.
2. The Debtor is hereby authorized and directed to enter into and perform all of their obligations under the secured credit transaction, the provisions of the secured credit transaction are hereby approved and incorporated herein by reference and made a part of this Order, and to enter into and execute any other document deemed necessary or appropriate by Hess to give effect to the terms and provisions of this Order and the secured credit transaction. The Debtor's assets excluded from the lien granted by the Debtor to Hess are the Debtor's Chapter 5 causes of action.

3. Upon execution and delivery to Hess, the secured credit shall constitute the legal, valid and binding obligation of the Debtor, enforceable against the Debtor in accordance with its terms and this Order.

4. All advances and extensions of credit and any other indebtedness which from time to time hereafter is owing by the Debtor to the Hess shall at all times be junior to all liens and security interests held by Choice Financial Group d/b/a Choice Bank in all of the Debtor's assets.

5. Pursuant to §364(c)(1) of the Bankruptcy Code, all of the advances and extensions of credit and any other indebtedness which from time to time hereafter is owing by the Debtor to Hess shall constitute allowed super-priority administrative expense claims against the Debtor (without the need to file any proof of claim) with priority over any and all claims against the Debtor, now existing or hereafter arising.

6. Nothing herein shall obligate Hess to perform any services or otherwise extend credit to the Debtor and any such services or extensions of credit shall be performed or made solely in Hess's discretion.

7. To the extent permitted by applicable law, the provisions of this Order and any actions taken pursuant hereto shall survive entry of any order which may be entered (a) converting any Debtor's Chapter 11 case to a Chapter 7 case, (b) confirming or consummating any plan(s) of reorganization of the Debtor or (c) dismissing any Debtor's Chapter 11 case or any subsequent Chapter 7 case pursuant to §§303, 305 or 1112 of the Bankruptcy Code, and the terms and provisions of this Order as well as the priorities granted pursuant to this Order and the secured credit shall continue in this or any superseding case under the Bankruptcy Code.

8. Except as otherwise stated herein, the provisions of this Order shall be binding upon all persons and shall inure to the benefit of Hess, the Debtor and their respective successors and assigns.

9. Entry of this Order is without prejudice to any other rights that Hess or the Debtor may have, at law or in equity, including, but not limited to, the right to seek further, other, or different relief under the Bankruptcy Code.

10. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

11. This Order is effective immediately upon its entry.

Dated:

Michael E. Ridgway
United States Bankruptcy Judge